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April 6, 2012

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445-12th Street SW
Room TW-A325
Washington, DC 20554

Re: WC Docket No. 12-93

Domestic Section 214 Application Filed for the Transfer of Control of
AboveNet Communications, Inc. to Zayo Group, LLC

Dear Ms. Dortch:

AboveNet, Inc. (“ABN-Parent” or “Transferor”), AboveNet Communications, Inc. (“AboveNet”), AboveNet International, Inc. and Zayo Group, LLC (“Zayo”) (collectively, “Applicants”) hereby provide additional information requested by Wireline Competition Bureau Staff. Unless otherwise noted, the meaning of each capitalized term is as defined in the Joint Application.

Network Maps

Attached hereto please find maps of AboveNet’s and Zayo’s national networks.

Metropolitan Market Overlap and Competitors

AboveNet and Zayo have identified the following metropolitan markets where they currently compete with each other in the provision of high-capacity lit fiber and/or dark fiber services. The following provides a non-exhaustive list of the incumbent local exchange carriers (“ILECs”), competitive local exchange carriers (“CLECs”) and other services providers with which the Applicants compete in each overlap market.¹

Metropolitan Market

Atlanta, GA

Baltimore, MD

Competitors

AT&T, Level 3, FiberLight, XO, tw
Telecom, Cogent

Verizon, Level 3, FiberLight, XO, tw
Telecom, Sunesys

¹ There are some metropolitan markets on the provided maps that appear to show overlap, but do not in fact have any overlap and, therefore, are not included in the list of overlapping metropolitan markets (e.g. Boston). In such a case, either AboveNet or Zayo does not actually provide service in that metropolitan market, but does have facilities passing through that market.

Metropolitan Market

Competitors

Chicago, IL	AT&T, Verizon Business, Level 3, XO, tw Telecom, US SIGNAL, Windstream/PAETEC, Sidera, Comcast/CIMCO
Dallas, TX	AT&T, Verizon Business, Level 3, FiberLight, XO, tw Telecom, Alpheus, NTS
District of Columbia	Verizon/Verizon Business,, AT&T, Level 3, FiberLight, XO, tw Telecom, FiberGate, Sidera, Cogent
Denver, CO	Qwest/CenturyLink, Level 3, XO, tw Telecom
Houston, TX	AT&T, Verizon Business, Level 3, XO, tw Telecom, Cogent, Phonoscope
Los Angeles, CA	AT&T, Verizon Business, Level 3, XO, tw Telecom, LADWP, Wilshire Connections, Freedom Fiber, City of Burbank
Northern New Jersey	Verizon/Verizon Business, Level 3, Sidera, XO, Lightpath, Sunesys, Cogent, Lighttower
New York City	Verizon/Verizon Business, Level 3, Sidera, XO, Optimum Lightpath, Lighttower
Philadelphia, PA	Verizon/Verizon Business, Level 3, XO, Fibertech, Sunesys, Cogent
Phoenix, AZ	Qwest/CenturyLink, Verizon Business, Level 3, XO, Cox, tw Telecom, SRP
Portland, OR	Qwest/CenturyLink, Verizon Business, Level 3, XO, tw Telecom, Integra
San Francisco/San Jose, CA	AT&T, Verizon Business, Level 3, XO, tw Telecom, IP Networks, Cogent
Seattle, WA	Qwest/CenturyLink, Verizon Business, Level 3, XO, tw Telecom, Integra, Cogent

Effect on Competition

As explained in the Joint Application, the acquisition of AboveNet and its subsidiaries by Zayo will promote competition among telecommunications carriers by providing Applicants with a much larger network footprint across which they will be able to provide services and become more effective competitors to larger

incumbent telecommunications providers. In essence, the Transactions will make AboveNet and Zayo stronger competitors and thereby benefit consumers.

Although their local fiber networks overlap somewhat in the markets listed above, such overlap does not negatively impact the positive competitive effect of the Transactions. The local metropolitan networks of Zayo and AboveNet are generally complementary. In a number of metropolitan markets where Zayo has a more substantial network presence (*e.g.* Atlanta and Phoenix), AboveNet has either historically been less active or in some cases has smaller networks. Likewise, in other metropolitan markets where AboveNet has a more substantial network presence (*e.g.* New York, Chicago, San Francisco, Los Angeles and Houston), Zayo's network presence is not material. In this respect, the companies' networks are largely complementary and, while overlapping in certain locations, the increased ability of the combined entity to compete against larger providers resulting from its more extensive network reach would outweigh any competitive harm in those markets in which they currently compete.

Moreover, Zayo and AboveNet (and their subsidiaries) are non-dominant service providers that compete with ILECs, CLECs and other services providers in every market in which they operate. As shown above, in every metropolitan market where both companies currently have a presence, Applicants compete against the ILEC (*e.g.*, AT&T, Verizon, Qwest/CenturyLink) in that market as well as other large and small CLECs (*e.g.*, Verizon Business, AT&T (in markets outside its ILEC region), Level 3, XO, tw Telecom, Cogent).

Similarly, given the benefits of the transaction created by the combined entity's more extensive network reach, the proposed combination will not adversely affect competition in the market for long-haul, intercity facilities and services once the Transactions are consummated. Zayo's metropolitan markets are not fully interconnected by Zayo's intercity fiber network facilities. As a result, Zayo's existing long-haul transport capacity is not substantial enough for Zayo to be considered a significant competitor in the long-haul or intercity services market. Further, much of Zayo's existing long-haul business consists of circuits going to or from markets in which AboveNet does not operate.

In the long-haul market, both companies compete with a host of other fiber-based carriers that have much more significant national intercity fiber networks than the Applicants. These carriers include AT&T, Verizon/Verizon Business, Level 3/Global Crossing, Qwest/CenturyLink, Sprint, and XO Communications. The Applicants expect that consummation of their proposed Transactions will enhance their ability to compete with these carriers. The complementary nature of the Applicants' metropolitan markets, as discussed above, would improve the companies' intercity service offerings and long-haul transport capacity such that together they could become a new and vigorous competitor to these other more

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dominant entities in the long-haul transport market, thereby benefitting national competition in that space.

Finally, although Zayo and AboveNet provide high-capacity lit fiber and/or dark fiber services to business customers, the breakdown of their revenues reflect very different concentrations of customer segments. Zayo's revenues are mainly derived from the provision of wholesale services. AboveNet, on the other hand, derives the majority of its revenue from enterprise customers.

In short, the networks and customer bases of Zayo and AboveNet largely complement each other and will make the combined company a more vigorous local and long-haul transport services competitor to the ILECs and major CLECs in their markets. As a result, Applicants submit that the Transactions will have a positive effect on competition. Accordingly, Applicants renew their request for streamlined treatment of the Application so that the Transactions can close as promptly as possible.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

/s/ Brett P. Ferenchak

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Zayo Group, LLC

cc: Dennis Johnson (WCB)
David Krech (IB)
Sumita Mukhoty (IB)
Joan Griffin (KDW)

ATTACHMENT 1

National Network Map for Zayo

zayo® National Network Overview

Legend

- Metro Market ●
- Point of Presence ●
- zColo Facilities ●
- Fiber Route —



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For detailed maps and kmz files, please visit www.zayo.com.

Network Statistics

- ▶ States Covered - 42 plus Washington, D.C.
- ▶ Route Miles - 45,400+
- ▶ Buildings On Net - 5,100+
- ▶ Points of Presence - 470+
- ▶ Cell Towers On-Net - 2,250+
- ▶ Colocation Billable Sq Ft - 94,100+

Expected completion of construction in late 2012:

- Birmingham, AL

zColo Facilities

- ▶ Cincinnati, OH 334 Gest St
- ▶ Chicago, IL 600 South Federal St
- ▶ Cleveland, OH 1525 Rockwell Ave
- ▶ Columbus, OH 251 Neilston St
- ▶ Las Vegas, NV 7185 Pollock Drive
- ▶ Los Angeles, CA 707 Wilshire Blvd
- ▶ Memphis, TN 7620 Appling Center Dr
- ▶ Minneapolis, MN 10300 6th Ave
- ▶ Nashville, TN 209 10th Ave South (Cummins Station)
- ▶ New York City, NY 60 Hudson St
- ▶ New York City, NY 111 8th Ave
- ▶ Newark, NJ 165 Halsey St
- ▶ Pittsburgh, PA 2500 Allegheny Center Mall

ATTACHMENT 2

National Network Map for AboveNet

AboveNet Network Map

April 3, 2012

